

# McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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MIAMI, FLORIDA 33131

305/358-3500

December 8, 1988 9 11 AM

INTERSTATE COMMERCE COMMISSION

CLIFFORD M. SLADNICK

312/984-7577

VIA MESSENGER

Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Secretary

Gentlemen:

No. 8-344A016  
Date DEC 9 1988  
Fee \$ 13.00  
ICC Washington, D. C.

On behalf of our client, No. 2 Rail Car Leasing Company, I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an Amendment to Equipment Lease, a secondary document, dated as of January 1, 1986. The primary document to which this is connected is recorded under Recordation Number 8434.

The names and addresses of the parties to the document are as follows:

Lessor:	No. 2 Rail Car Leasing Company P.O. Box 218 Chicago Heights, IL 60411
Trustee:	Continental Illinois National Bank and Trust Company of Chicago 30 North LaSalle Street Chicago, IL 60697
Lessee:	Soo Line Railroad Company Soo Line Building P.O. Box 530 Minneapolis, MN 55440

Counterpart - Jay Smith

Interstate Commerce Commission  
December 8, 1988  
Page 2

The equipment covered by the lease is described as  
One Hundred (100) 100-ton 56' 2/3" Bulkhead Flat Cars.

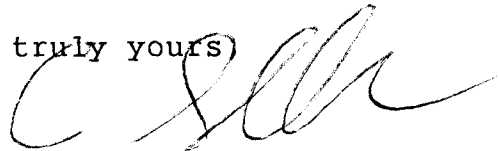
A fee of \$13 is enclosed. Please return the original  
and any extra copies not needed for recordation to:

Clifford M. Sladnick, Esq.  
McDermott, Will & Emery  
111 West Monroe Street  
Chicago, Illinois 60603

A short summary of the document to appear in the  
index follows: Amendment to Equipment Lease with Recordation  
Number 8434, dated as of January 1, 1986, and covering One  
Hundred (100) 100-ton 56' 2/3" Bulkhead Flat Cars.

Please do not hesitate to contact me if you have any  
questions concerning this matter.

Very truly yours)



Clifford M. Sladnick

CMS/mbh

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**OFFICE OF THE SECRETARY**

12/9/88

Clifford M Sladnick  
McDermott, Will & Emery  
111 West Monroe Street  
Chicago, IL 60603

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/9/88 at 11:15AM , and assigned recordation number(s). 8704-A & 8434-A

Sincerely yours,

*Nesta L. McLee*

Secretary

Enclosure(s)

8434-A  
RECORDED IN 8434-A  
FEB 1986

AMENDMENT TO EQUIPMENT LEASE DEC 9 1985 11 AM

**INTERSTATE COMMERCE COMMISSION**

This Amendment to Railroad Equipment Lease is made as of January 1, 1986, by and between No. 2 Rail Car Leasing Company, an Illinois corporation (hereinafter called "Lessor"), having an office at 26th and State Streets, P. O. Box 218, Chicago Heights, Illinois 60411, Continental Illinois National Bank and Trust Company of Chicago, as trustee, having an office at 30 North LaSalle Street, Chicago, Illinois 60697, and the Soo Line Railroad Company, a Minnesota corporation (hereinafter called "Soo" or "Lessee"), having an office at Soo Line Building, P. O. Box 530, Minneapolis, Minnesota 55440.

WITNESSETH:

WHEREAS, the Lessor and Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin corporation, as lessee (hereinafter called "Chicago Milwaukee"), entered into that certain Equipment Lease dated as of June 1, 1976 covering One Hundred (100) - 100-ton 56-2/3" Bulkhead Flat Cars (hereinafter called the "Lease"); and

WHEREAS, the Lessor has assigned its rights, titles and interests under the Lease to Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Assignee") under a Security Agreement dated as of June 1, 1976; and

WHEREAS, on February 19, 1985, The Milwaukee Road Inc., a Minnesota corporation (then known as SLRCO, Inc.), acquired certain operating rail assets, and related obligations, including the Lease, from Richard B. Ogilvie, Trustee of the property of the Chicago Milwaukee, pursuant to Order No. 809 of the United States District Court for the Northern District of Illinois, Eastern Division (No. 77 B 8999) and an Asset Purchase Agreement, as amended, between the parties, and The Milwaukee Road Inc. continued as lessee under the Lease; and

WHEREAS, The Milwaukee Road Inc. was merged into the Soo as of 11:59 p.m. on December 31, 1985 pursuant to applicable Minnesota law; and

WHEREAS, as permitted under the Lease, the Soo, as successor-lessee as aforesaid, has succeeded to all of the rights, duties and obligations of The Milwaukee Road, Inc., as successor to Chicago Milwaukee under said Lease, and the parties hereto desire to amend the Lease to reflect the aforesaid transfer of the Lease and the rights in and to the equipment thereunder and possession of the equipment to the Soo, and the due assumption of the obligations of The Milwaukee Road, Inc., as successor to Chicago Milwaukee under the Lease by the Soo;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

1. The Lease is hereby amended to substitute the Soo Line Railroad Company, a Minnesota corporation, for the Chicago Milwaukee, as Lessee under the Lease.

2. The Soo, at its expense and at the request of Lessor, will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission under Section 11303 of the Interstate Commerce Act.

3. The Soo hereby assumes all obligations of the Chicago Milwaukee and The Milwaukee Road, Inc. in and under the Lease.

4. Any notices required or permitted to be made or given to the Lessee under the Lease shall be given to the Soo at:

Soo Line Railroad Company  
Soo Line Building  
P. O. Box 530  
Minneapolis, MN 55440

Attn: Mr. Earl J. Currie  
Executive V.P. Operations

or at such other address as the Soo shall hereafter designate in writing.

5. Continental Illinois National Bank and Trust Company of Chicago, as Trustee-Assignee, hereby consents to this Amendment to the Lease.

6. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

[CORPORATE SEAL]

ATTEST:

By: Richard A. Irving  
Secretary  
(Title)

NO. 2 RAIL CAR LEASING COMPANY

W. E. Johnson  
Asst. Treasurer  
(Title)

[CORPORATE SEAL]

ATTEST:

By: Grove A. Kemmer  
TRUST OFFICER  
(Title)

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO

By: James H. Russell  
VICE PRESIDENT  
(Title)

[CORPORATE SEAL]

ATTEST:

By: Deeresa A. Keener  
ASSISTANT SECRETARY  
(Title)

SOO LINE RAILROAD COMPANY

By: Carl F. Quinn  
EXECUTIVE VICE PRESIDENT OPERATIONS  
(Title)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF C O O K )

On this 8th day of December, 1988, before me personally appeared Lee E. Johnson, to be personally known, who, being by me duly sworn, says that he is Assistant Treasurer of No. 2 Rail Car Leasing Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires: May 7, 1990

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF C O O K )

On this 8th day of December, 1988, before me personally appeared J. C. MULL, JR., to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Illinois National Bank and Trust Company of Chicago; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

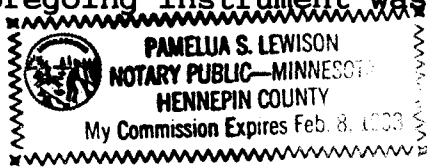
  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires: May 7, 1990

STATE OF MINNESOTA )  
 ) SS  
COUNTY OF HENNEPIN )

On this 6 day of November, 1988, before me personally appeared Earl G. Currie, to me personally known, who, being by me duly sworn, says that he is EVP-Operations of Soo Line Railroad Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.



(Notarial Seal)

Pamela S. Lewison  
Notary Public

My commission expires: 2/8/93